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Proposed Attorneys for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

Lead Case No.: 8:22-bk-10948-SC

TRX HOLDCO, LLC, a Delaware limited liability company,

Jointly administered with:
8:22-bk-10949-SC

Debtors and Debtors in Possession.

Chapter 11 Cases

In re:

FITNESS ANYWHERE LLC, a Delaware limited liability company, dba TRX and TRX Training,

**DECLARATION OF TELEPHONIC
NOTICE OF HEARING ON MOTION
FOR ENTRY OF ORDER (I)
ESTABLISHING BIDDING
PROCEDURES FOR FREE AND
CLEAR SALE OF ASSETS; (II)
ESTABLISHING PROCEDURES
RELATING TO ASSUMPTION AND
ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED
LEASES; (III) APPROVING FORMS OF
NOTICE; (IV) APPROVING FORM OF
ASSET PURCHASE AGREEMENT; (V)
SCHEDULING AN AUCTION; (VI)
SCHEDULING A SALE HEARING;
AND (VII) GRANTING RELATED
RELIEF**

Affects both Debtors

Affects TRX Holdco, LLC only

Affects Fitness Anywhere, LLC only

DATE: June 30, 2022
TIME: 10:00 a.m.
PLACE: *Via ZoomGov
Courtroom 5C
411 West Fourth Street
Santa Ana, CA 92701

DECLARATION OF JONATHAN D. GOTTLIEB

I, Jonathan D. Gottlieb, hereby declare as follows:

1. I am over the age of 18 and an associate attorney at Levene, Neale, Bender, Yoo & Golubchik L.L.P., proposed bankruptcy counsel to the above-captioned debtors and debtors in possession (the “Debtors”).

2. I have personal knowledge of the facts set forth herein, and, if called as a witness, could and would testify competently with respect thereto.

3. I make this declaration regarding the provision of telephonic notice of the hearing on the: “*Motion For Entry Of Order (I) Establishing Bidding Procedures For Free And Clear Sale Of Assets; (II) Establishing Procedures Relating To Assumption And Assignment Of Executory Contracts And Unexpired Leases; (III) Approving Forms Of Notice; (IV) Approving Form Of Asset Purchase Agreement; (V) Scheduling An Auction; (VI) Scheduling A Sale Hearing; And (VII) Granting Related Relief*” (the “Motion”).

4. On June 23, 2022, between approximately 12:35 p.m. and 4:17 p.m., I attempted to provide/provided telephonic notice of the hearing on the above-referenced Motion and related dates and deadlines as indicated on the list attached hereto as **Exhibit “1”**.

I declare under penalty of perjury under the laws of the United States of America that
the foregoing is true and correct.

Executed on this 24th day of June 2022 at Los Angeles, California.

/s/ Jonathan D. Gottlieb
JONATHAN D. GOTTLIEB

1 EXHIBIT 1
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Telephonic Notice re Motion

Date: June 24, 2022

- **Unsecured Creditor BAKER TILLY, US, LLP** – Left a Voice Message
 - **Unsecured Creditor JMBM LLP** –Left Voice message
 - **Unsecured Creditor UDR-EIGHT 80** – Unable to reach a voicemail or a contact person
 - **Unsecured Creditor COLE SCHOTZ P.C.** – Left a Voice Message
 - **Unsecured Creditor MICHAEL J. HAUSER** – Unable to reach a voicemail or a contact person
 - **Unsecured Creditor MORRISON & MORRISON** – Left a Voice Message for Warren Katz
 - **Unsecured Creditor CREATIVE ARTISTS AGENCY** – Left a Voice Message
 - **Unsecured Creditor STERLING LEGAL SOLUTIONS, INC.** – Spoke with Stephanie Sterling
 - **Unsecured Creditor FLEXPORT INC.** – Left a Voice Message
 - **Unsecured Creditor BUY BOX EXPORTS** – Phone line was busy/unresponsive and I was unable to leave a message or speak to a representative
 - **Unsecured Creditor LAHLOUH INC.** – Phone line was busy/unresponsive and I was unable to leave a message or speak to a representative
 - **Unsecured Creditor NETSUITE INC.** – Phone line was busy/unresponsive and I was unable to leave a message or speak to a representative
 - **Unsecured Creditor THE TRADE DESK** – Phone line was busy/unresponsive and I was unable to leave a message or speak to a representative
 - **Unsecured Creditor EXEMPLAR DESIGN** – Left a Voice Message
 - **Unsecured Creditor UNITED PARCEL SERVICE, INC.** – Unable to reach a voicemail or a contact person
 - **Unsecured Creditor DIRBOS INC.** – Spoke to company representative
 - **Unsecured Creditor MAN STAFFING, LLC** – Left a Voice Message
 - **Unsecured Creditor US CUSTOMS AND BORDER PROTECTION** – Unable to reach a voicemail or contact person

- 1 • **Unsecured Creditor GOOGLE** – Unable to leave a voice message
- 2 • **Unsecured Creditor REDWOOD SUPPLY CHAIN SOLUTIONS** – Left a Voice
3 Message
- 4 • **Unsecured Creditor ISUPPORT WORLDWIDE LLC** – Left a Voice Message and
5 received a call back; spoke to company representative Courtney Bissett and emailed pleadings
6 to company representative
- 7 • **Unsecured Creditor MCCOLLISTER'S TRANSPORTATION GROUP, INC.** – Left a
8 Voice Message
- 9 • **Unsecured Creditor SYZYGY DIGITAL MARKETING, INC.** – Left a Voice Message
- 10 • **Unsecured Creditor DUANE MORRIS LLP** – Left a Voice Message
- 11 • **Unsecured Creditor STEPHANIE GOULD CORPORATION** – Unable to voicemail or
12 contact person
- 13 • **OFFICE OF THE U.S. TRUSTEE** – Phone line was busy/unresponsive and I was unable
14 to leave a message or speak to a representative
- 15 • **Unsecured Creditor CORE HEALTH & FITNESS, LLC** – Left a Voice Message
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF TELEPHONIC NOTICE OF HEARING ON MOTION FOR ENTRY OF ORDER (I) ESTABLISHING BIDDING PROCEDURES FOR FREE AND CLEAR SALE OF ASSETS; (II) ESTABLISHING PROCEDURES RELATING TO ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (III) APPROVING FORMS OF NOTICE; (IV) APPROVING FORM OF ASSET PURCHASE AGREEMENT; (V) SCHEDULING AN AUCTION; (VI) SCHEDULING A SALE HEARING; AND (VII) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) **June 24, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Shawn M Christianson cmcintire@buchalter.com, schristiansen@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jdg@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefelian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com, jgertz@btlaw.com;arego@btlaw.com;amattingly@btlaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL: On (date) **June 24, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) **June 24, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

SERVED BY OVERNIGHT MAIL

Honorable Scott C. Clarkson
U.S. Bankruptcy Court, Ronald Reagan Federal Building
411 West Fourth Street
Suite 5130
Santa Ana, CA 92701-4593

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 24, 2022

Date

Lourdes Cruz

Printed Name

/s/ Lourdes Cruz

Signature